EXTENDED TO AUGUST 15, 2016

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation: ZARROW FAMILIES FOUNDATION

A Employer identification number: 73-1332141

Number and street (or P O box number if mail is not delivered to street address): 401 SOUTH BOSTON AVENUE

Room/suite: 900

B Telephone number: (918) 295-8000

City or town, state or province, country, and ZIP or foreign postal code: TULSA, OK 74103-4012

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,801,369.

J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	100.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	160,769.	160,769.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	366,243.			
	b Gross sales price for all assets on line 6a 1,739,324.				
	7 Capital gain net income (from Part IV, line 2)		366,243.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	527,112.	527,012.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	6,400.	3,200.		3,200.
	c Other professional fees STMT 3	1,896.	948.		948.
	17 Interest				
	18 Taxes STMT 4	7,493.	2,525.		0.
	19 Depreciation and depletion	253.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	898.	449.		449.
	22 Printing and publications				
	23 Other expenses STMT 5	67,383.	23,120.		35,232.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	84,323.	30,242.		39,829.
	25 Contributions, gifts, grants paid	1,366,608.			1,366,608.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,450,931.	30,242.		1,406,437.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-923,819.			
	b **Net investment income** (if negative, enter -0-)		496,770.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	50,013.	48,306.	48,306.
	2 Savings and temporary cash investments	52,439.	381,594.	381,594.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	994,588.	695,768.	716,774.
	b Investments - corporate stock STMT 8	3,396,164.	3,029,122.	4,879,878.
	c Investments - corporate bonds STMT 9	807,990.	314,301.	309,109.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	729,334.	635,354.	452,013.
	14 Land, buildings, and equipment: basis ▶ 6,650.			
	Less accumulated depreciation STMT 11▶ 5,848.	1,055.	802.	802.
	15 Other assets (describe ▶ STATEMENT 12)	9,891.	12,893.	12,893.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,041,474.	5,118,140.	6,801,369.
Liabilities	17 Accounts payable and accrued expenses	6,768.	7,253.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	6,768.	7,253.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	6,034,706.	5,110,887.	
	30 Total net assets or fund balances	6,034,706.	5,110,887.	
	31 Total liabilities and net assets/fund balances	6,041,474.	5,118,140.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,034,706.
2 Enter amount from Part I, line 27a	2	-923,819.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,110,887.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,110,887.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,736,788.		1,373,081.	363,707.
b	2,536.			2,536.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				363,707.
b				2,536.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 366,243.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	2,461,733.	9,804,201.	.251090
2013	2,918,490.	11,443,710.	.255030
2012	517,344.	11,392,577.	.045411
2011	523,256.	11,401,468.	.045894
2010	482,651.	10,936,616.	.044132

2	**Total** of line 1, column (d)	2	.641557
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.128311
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	7,503,050.
5	Multiply line 4 by line 3	5	962,724.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,968.
7	Add lines 5 and 6	7	967,692.
8	Enter qualifying distributions from Part XII, line 4	8	1,406,437.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	4,968.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	4,968.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	4,968.
6	Credits/Payments:			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a 8,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	8,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	3,032.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 3,032. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OK			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.ZARROW.COM

14 The books are in care of ▶ STEVE COCHRAN Telephone no. ▶ (918) 295-8000

Located at ▶ 401 SOUTH BOSTON AVENUE, SUITE 900, TULSA, OK ZIP+4 ▶ 74103-4012

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	**5b**		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	7,126,631.
b	Average of monthly cash balances		1b	490,679.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	7,617,310.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	7,617,310.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	114,260.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	7,503,050.
6	**Minimum investment return.** Enter 5% of line 5		6	375,153.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	375,153.
2a	Tax on investment income for 2015 from Part VI, line 5	2a 4,968.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	4,968.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	370,185.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	370,185.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	370,185.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,406,437.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,406,437.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	4,968.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,401,469.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				370,185.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010					
b From 2011				
c From 2012				
d From 2013 2,015,936.				
e From 2014 1,985,511.				
f **Total** of lines 3a through e	4,001,447.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 1,406,437.				
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				370,185.
e Remaining amount distributed out of corpus	1,036,252.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,037,699.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	5,037,699.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013 2,015,936.				
d Excess from 2014 1,985,511.				
e Excess from 2015 1,036,252.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

BILL MAJOR, EXECUTIVE DIRECTOR
401 S. BOSTON AVE., SUITE 900, TULSA, OK 74103-4012, TEL NO.

b The form in which applications should be submitted and information and materials they should include:

A WRITTEN REQUEST, SEE WWW.ZARROW.COM FOR GUIDELINES

c Any submission deadlines:

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

TULSA, OK

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE				1,366,608.
Total			▶ 3a	1,366,608.
b Approved for future payment				
SEE ATTACHED SCHEDULE				1,300,000.
Total			▶ 3b	1,300,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	160,769.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	366,243.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		527,012.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 527,012.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 6/6/16 Title: TREASURER

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JON A. OTTO	JON A. OTTO	05/26/16		P00431485

Firm's name ▶ HOGANTAYLOR LLP — Firm's EIN ▶ 73-1413977

Firm's address ▶ 2222 S. UTICA PL., SUITE 200, TULSA, OK 74114-7002 — Phone no. (918) 745-2333

523622
11-24-15

ZFF Payments Made - Charitable Vs. Non Charitable Deduction

Coding Sheet   Fund is 'The Zarrow Families Foundation' AND Date Paid was in last year

3/5/2016

Payee Organization Project Title	Paid Date Check #	Deduct Amount	Non-Deduct Amount	Payment Amount
American Institute of Philanthropy *operating*	1/2/2015 ACH	$200 00	$0 00	$200 00
Animal Rescue Foundation, Inc. *operating expenses*	6/22/2015 5115	$500 00	$0 00	$500 00
Arts & Humanities Council of Tulsa *sponsorship of the 2015 Remembering Gala*	12/1/2015 ACH	$10,000 00	$0 00	$10,000 00
B'nai Emunah Congregation *Building Capital Fund and the Building Renewal Endowment Fund*	7/1/2015 ACH	$30,000 00	$0 00	$30,000 00
B'nai Emunah Congregation *operating expenses*	7/1/2015 ACH	$20,080 00	$0 00	$20,080 00
B'nai Emunah Congregation *Rabbi's Retirement Fund*	8/3/2015 ACH	$3,000 00	$0 00	$3,000 00
B'nai Emunah Congregation *High Holiday Fund & Yizkor Book in memory of the the Zarrow family loved ones*	9/14/2015 ACH	$8,000 00	$0 00	$8,000 00
B'nai Emunah Congregation *to sponsor the last page in the cookbook in honor of Maxine and Anne Zarrow*	4/22/2015 ACH	$500 00	$0 00	$500 00
B'nai Emunah Congregation *47 tickets to Touro Banquet*	3/13/2015 ACH	$0 00	$3,525 00	$3,525 00
B'nai Emunah Congregation *sponsorship of the 2015 Simchat Torah luncheon*	11/6/2015 ACH	$812 00	$0 00	$812 00

Payee Organization *Project Title*	Paid Date Check #	Deduct Amount	Non-Deduct Amount	Payment Amount
Boy Scouts of America/Indian Nations Council *2015 Friends of Scouting Campaign*	2/2/2015 5113	$5,000 00	$0 00	$5,000 00
Center for Individuals with Physical Challenges, Ltd. *2015 Polo Classic*	4/1/2015 ACH	$9,000 00	$1,000 00	$10,000 00
Children's Medical Research, Inc. *Adolescent Medicine Eating Disorders Program*	3/13/2015 5114	$100,000 00	$0 00	$100,000 00
Clarehouse *operating*	5/22/2015 ACH	$1,000 00	$0 00	$1,000 00
Clarehouse *2015 Raisin' Cain, A Ballroom Bash - no tickets or benefits, please*	9/14/2015 ACH	$5,000 00	$0 00	$5,000 00
Community Action Project of Tulsa County *operating expenses*	11/5/2015 ACH	$5,000 00	$0 00	$5,000 00
Community Food Bank of Eastern Oklahoma *2015 Empty Bowls*	3/2/2015 ACH	$7,250 00	$250 00	$7,500 00
Community Service Council of Greater Tulsa, Inc. *Tulsa Weather Coalition*	6/1/2015 ACH	$10,000 00	$0 00	$10,000 00
Council on Foundations *membership contribution*	1/2/2015 ACH	$840 00	$500 00	$1,340 00
Cushing Arts and Humanities Council, Inc. *general operating expenses*	12/29/2015 ACH	$500 00	$0 00	$500 00
Cushing Arts and Humanities Council, Inc. *2015 Summer Art Camp*	2/5/2015 ACH	$500 00	$0 00	$500 00
Domestic Violence Intervention Services, Inc. *Monarch Ball Pledge for Hope*	3/13/2015 ACH	$500 00	$0 00	$500 00

Payee Organization Project Title	Paid Date Check #	Deduct Amount	Non-Deduct Amount	Payment Amount
Emergency Infant Services *general operating expenses*	10/21/2015 5119	$500 00	$0 00	$500 00
Family & Children's Services, Inc. *Community in Crisis campaign to establish a Psychiatric Urgent Care and 16-bed unit*	8/3/2015 ACH	$300,000 00	$0 00	$300,000 00
Family & Children's Services, Inc. *2015 Brainiac Ball*	4/1/2015 ACH	$5,000 00	$0 00	$5,000 00
Foundation for Tulsa Schools *Tulsa MET Alternative School, to be designated at the principal's discretion*	11/11/2015 5122	$1,500 00	$0 00	$1,500 00
Foundation for Tulsa Schools *First Lady of Brady Nog-Off, benefiting Emerson Elementary*	11/30/2015 ACH	$500 00	$0 00	$500 00
Funders Together to End Homelessness, Inc. *operating costs*	7/1/2015 ACH	$5,000 00	$0 00	$5,000 00
Gatesway Foundation, The *2015 Balloon Festival sponsorship*	6/1/2015 ACH	$7,500 00	$0 00	$7,500 00
The Geller Center *general operating support*	9/21/2015 5117	$1,500 00	$0 00	$1,500 00
Gilcrease Museum Management Trust *2015 Rendezvous*	3/2/2015 ACH	$4,000 00	$0 00	$4,000 00
Gilcrease Museum Management Trust *Business Art Alliance*	11/5/2015 ACH	$2,500 00	$0 00	$2,500 00
Goodwill Industries of Tulsa, Inc. *2015 Annual Award Luncheon*	4/1/2015 ACH	$4,920 00	$80 00	$5,000 00
GuideStar USA, Inc. *operating*	1/2/2015 5112	$1,250 00	$750 00	$2,000 00

Payee Organization Project Title	Paid Date Check #	Deduct Amount	Non-Deduct Amount	Payment Amount
Health Outreach Prevention Education, Inc. *two tickets to Divas 4 H O P E Motown Down'event*	8/24/2015 ACH	$256 00	$44 00	$300 00
Hispanic American Foundation *operating expenses*	9/14/2015 ACH	$5,000 00	$0 00	$5,000 00
Holland Hall School *Capital Campaign Commons Building Project*	11/12/2015 ACH	$2,500 00	$0 00	$2,500 00
Holland Hall School *operating expenses*	11/5/2015 ACH	$6,000 00	$0 00	$6,000 00
Humane Society of Tulsa *operating funds*	6/8/2015 ACH	$500 00	$0 00	$500 00
Humane Society of Tulsa *operating funds*	12/16/2015 ACH	$1,500 00	$0 00	$1,500 00
Iron Gate, Inc. *general operating expenses*	12/29/2015 ACH	$200 00	$0 00	$200 00
Jewish Federation of Tulsa *Annual Campaign*	12/1/2015 ACH	$100,000 00	$0 00	$100,000 00
Jewish Funders Network *contribution*	1/2/2015 ACH	$1,200 00	$0 00	$1,200 00
John 3:16 Mission *operating expenses*	4/1/2015 ACH	$1,500 00	$0 00	$1,500 00
Just the Beginning *sponsorship of the 2015 Empower Luncheon, no tickets or benefits please*	10/23/2015 5120	$1,000 00	$0 00	$1,000 00
Leadership Oklahoma, Inc. *Shining Light sponsorship of the 2015 Fall Forum, Mind Shift Silencing the Stigma, Changing Perceptions "*	10/6/2015 5118	$350 00	$150 00	$500 00

Payee Organization Project Title	Paid Date Check #	Deduct Amount	Non-Deduct Amount	Payment Amount
LIFE Senior Services, Inc. *Sponsorship of Puttin' on the Dog 2015*	1/2/2015 ACH	$5,000 00	$0 00	$5,000 00
Margaret Hudson Program *2015 Student Leadership Conference*	2/2/2015 ACH	$1,000 00	$0 00	$1,000 00
MAZON *operating expenses*	9/14/2015 ACH	$5,400 00	$0 00	$5,400 00
Meals on Wheels of Metro Tulsa *Keep 'em Rolling 2015 - no tickets or benefits, please*	8/3/2015 ACH	$7,500 00	$0 00	$7,500 00
Mental Health Association in Tulsa, Inc. *2015 Carnivale*	1/2/2015 ACH	$28,200 00	$1,800 00	$30,000 00
Mental Health Association in Tulsa, Inc. *Executive Director's Discretionary Fund*	12/29/2015 ACH	$2,000 00	$0 00	$2,000 00
National Center for Family Philanthropy, Inc. *Friends of the Family contribution*	6/1/2015 ACH	$1,000 00	$0 00	$1,000 00
National Ghost Ranch Foundation, Inc. *general operating funds*	11/5/2015 ACH	$2,500 00	$0 00	$2,500 00
Nature Conservancy *operating expenses*	2/2/2015 ACH	$1,000 00	$0 00	$1,000 00
Neighbor for Neighbor *operating expenses*	6/1/2015 ACH	$5,000 00	$0 00	$5,000 00
Northwest Rogers County Fire Protection District *gift in honor of Bianca Keys*	11/17/2015 5124	$500 00	$0 00	$500 00
OETA Foundation *operating expenses*	2/2/2015 ACH	$6,000 00	$0 00	$6,000 00

Payee Organization Project Title	Paid Date Check #	Deduct Amount	Non-Deduct Amount	Payment Amount
Oklahoma Baptist Homes for Children, Inc., Owasso Campus *clothing fund for the boys' cottage*	4/9/2015 ACH	$500 00	$0 00	$500 00
Oklahoma Center for Community and Justice, Inc. *2015 Annual Awards Dinner*	9/14/2015 ACH	$5,000 00	$0 00	$5,000 00
Oklahoma Foundation for Excellence *operating expenses*	2/2/2015 ACH	$5,000 00	$0 00	$5,000 00
Oklahoma Hall of Fame *Scholarships*	2/2/2015 ACH	$1,000 00	$0 00	$1,000 00
Oklahoma Hall of Fame *2015 Oklahoma Hall of Fame Legacy Patron*	9/24/2015 ACH	$5,000 00	$0 00	$5,000 00
Oklahoma Watch, Inc. *operating expenses*	9/14/2015 ACH	$5,000 00	$0 00	$5,000 00
Oologah Community Foundation, Inc. *gift in honor of Jerry and Kathy Keys*	11/17/2015 5123	$1,000 00	$0 00	$1,000 00
Payne County CASA *operating expenses*	12/29/2015 5125	$2,000 00	$0 00	$2,000 00
Philanthropy Southwest *donation*	2/2/2015 ACH	$1,000 00	$0 00	$1,000 00
Philanthropy Southwest *donation*	2/5/2015 ACH	$500 00	$0 00	$500 00
Regional Crime Victim Crisis Center *sponsor of the 2015 Champion for Children Conference in memory of Robert Copeland*	1/6/2015 ACH	$500 00	$0 00	$500 00
Regional Crime Victim Crisis Center *summer program supplies, in memory of Robert Copeland III*	7/2/2015 ACH	$500 00	$0 00	$500 00

Payee Organization Project Title	Paid Date Check #	Deduct Amount	Non-Deduct Amount	Payment Amount
Regional Crime Victim Crisis Center *to help purchase a laptop for the PPE Program, in memory of Robert Copeland III*	12/16/2015 ACH	$500 00	$0 00	$500 00
Salvation Army, The (Tulsa) *2015 Neediest Families Fund*	12/1/2015 ACH	$10,000 00	$0 00	$10,000 00
Sherwin Miller Museum of Jewish Art *operating expenses*	4/1/2015 ACH	$3,500 00	$0 00	$3,500 00
Street School, Inc. *Street Party 2015 - no tickets or benefits, please*	1/2/2015 ACH	$5,000 00	$0 00	$5,000 00
Temple Israel *operating expenses*	8/3/2015 ACH	$18,000 00	$0 00	$18,000 00
Town & Country School *capital campaign*	6/1/2015 ACH	$250,000 00	$0 00	$250,000 00
Tulsa Advocates for the Protection of Children, Inc. *Christmas for Kids Holiday Gifts*	11/30/2015 ACH	$5,000 00	$0 00	$5,000 00
Tulsa Area United Way *operating expenses*	11/5/2015 ACH	$60,000 00	$0 00	$60,000 00
Tulsa Ballet Theatre *2015 Icons & Idols*	1/2/2015 ACH	$10,000 00	$0 00	$10,000 00
Tulsa C.A.R.E.S. *2015 Red Ribbon Gala*	2/2/2015 ACH	$4,400 00	$600 00	$5,000 00
Tulsa Community Foundation *two registrations for the 2015 Tulsa Funders' Roundtable Conference*	9/21/2015 ACH	$0 00	$300 00	$300 00
Tulsa Community Foundation *A Gathering Place for Tulsa Fund*	7/1/2015 ACH	$200,000 00	$0 00	$200,000 00

Payee Organization Project Title	Paid Date Check #	Deduct Amount	Non-Deduct Amount	Payment Amount
Tulsa Daniel Webster High School Alumni Foundation *Landscape Fund*	11/9/2015 5121	$750 00	$0 00	$750 00
Tulsa Day Center for the Homeless, Inc. *2015 Homerun for the Homeless - no tickets or benefits, please*	5/1/2015 ACH	$10,000 00	$0 00	$10,000 00
Tulsa Historical Society *2015 Tulsa Hall of Fame Dinner*	8/3/2015 ACH	$5,000 00	$0 00	$5,000 00
Tulsa Jewish Retirement & Health Care Center *Holiday Fund*	11/5/2015 ACH	$5,000 00	$0 00	$5,000 00
Tulsa Society for the Prevention of Cruelty to Animals *operating expenses*	6/22/2015 5116	$500 00	$0 00	$500 00
The University of Tulsa *Friends of Finance*	1/2/2015 ACH	$500 00	$0 00	$500 00
The University of Tulsa *KWGS*	9/24/2015 ACH	$5,000 00	$0 00	$5,000 00
The University of Tulsa *McFarlin Fellows for Judy & Tom Kishner, Hilary Zarrow, Gail & Kip Richards, and Maxine Zarrow*	12/1/2015 ACH	$9,000 00	$0 00	$9,000 00
Up With Trees *operating expenses*	12/1/2015 ACH	$500 00	$0 00	$500 00
	Grand Total (91 items)	$1,366,608 00	$8,999 00	$1,375,607 00

ZFF Grant Commitment Schedule (6 years)

1/18/2016

Organization Grant Amount	Total Paid	2016	2017	Scheduled Payments 2018	2019	2020	2021	Remaining Balance
Children's Medical Research, Inc. $500,000 00 *Adolescent Medicine Eating Disorders Program*	$100,000 00	$100,000 00	$100,000 00	$100,000 00	$100,000 00	$0 00	$0 00	$0 00
OETA Foundation $50,000 00 *Fiber Network Conversion Project*	$0 00	$50,000 00	$0 00	$0 00	$0 00	$0 00	$0 00	$0 00
Town & Country School $750,000 00 *capital campaign*	$500,000 00	$250,000 00	$0 00	$0 00	$0 00	$0 00	$0 00	$0 00
Tulsa Community Foundation $1,000,000 00 *A Gathering Place for Tulsa Fund*	$400,000 00	$200,000 00	$200,000 00	$200,000 00	$0 00	$0 00	$0 00	$0 00
Grand Total (4 items)	$1,000,000 00	$600,000 00	$300,000 00	$300,000 00	$100,000 00	$0 00	$0 00	$0 00

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME - DOMESTIC	70,891.	2,536.	68,355.	68,355.	
DIVIDEND INCOME - FOREIGN	41,650.	0.	41,650.	41,650.	
FRANKLIN STREET PROPERTIES	9,373.	0.	9,373.	9,373.	
INTEREST - CORPORATE BONDS	7,186.	0.	7,186.	7,186.	
INTEREST - FOREIGN BONDS	9,015.	0.	9,015.	9,015.	
INTEREST - U. S. TREASURY	25,150.	0.	25,150.	25,150.	
INTEREST INCOME - OTHER	40.	0.	40.	40.	
TO PART I, LINE 4	163,305.	2,536.	160,769.	160,769.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND AUDIT	6,400.	3,200.		3,200.
TO FORM 990-PF, PG 1, LN 16B	6,400.	3,200.		3,200.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	1,896.	948.		948.
TO FORM 990-PF, PG 1, LN 16C	1,896.	948.		948.

FORM 990-PF — TAXES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	4,968.	0.		0.
FOREIGN TAX	2,525.	2,525.		0.
TO FORM 990-PF, PG 1, LN 18	7,493.	2,525.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,156.	1,078.		1,078.
EVENT TICKETS	8,999.	0.		0.
AUTOMOBILE EXPENSE	308.	154.		154.
OFFICE EXPENSES	403.	202.		201.
DUES & SUBSCRIPTIONS	54.	27.		27.
OVERHEAD ALLOCATION EXPENSE	55,399.	21,643.		33,756.
MEALS AND ENTERTAINMENT	64.	16.		16.
TO FORM 990-PF, PG 1, LN 23	67,383.	23,120.		35,232.

FOOTNOTES — STATEMENT 6

PART VII-B
QUESTION 1A(3), 1A(4):
THE ZARROW FAMILIES FOUNDATION OCCUPIES AT NO CHARGE OFFICE SPACE LEASED BY THE ZARROW FAMILY OFFICE, LLC (ZFO). THE FOUNDATION PAID A TOTAL OF $55,399 TO REIMBURSE THE ZARROW FAMILY OFFICE, LLC FOR EXPENSES ASSOCIATED WITH THE MANAGEMENT OF INVESTMENTS, BOOKKEEPING, FINANCIAL ACCOUNTING AND THE MAKING OF GRANTS TO DONEE ORGANIZATIONS.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NTS-2% DUE 1/15/16	X		695,768.	716,774.
US T-NOTE, 4.5%, DUE 11/15/15	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS			695,768.	716,774.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			695,768.	716,774.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD TOTAL STOCK MARKET INDEX FUND	1,665,691.	3,264,368.
VANGUARD TOTAL INTERNATIONAL INDEX FUND	1,156,647.	1,393,363.
VANGUARD REIT INDEX FUND	206,784.	222,147.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,029,122.	4,879,878.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD SHORT-TERM INVEST GRADE BOND ADM	314,301.	309,109.
TOTAL TO FORM 990-PF, PART II, LINE 10C	314,301.	309,109.

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FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FSP 1441 MAIN STREET CORP. PFD STOCK	COST	39,101.	10,072.
FRANKLIN STR PPTYS-5415 SHARES	COST	81,286.	56,045.
FSP 303 E WACKER DR, 1 SHARE	COST	89,568.	9,979.
FSP ENERGY TOWER, 1 SHARE	COST	75,399.	25,917.
STATE OF ISRAEL, 2.59%, DUE 7/1/2013	COST	100,000.	100,000.
STATE OF ISRAEL, 2.57%, DUE 11/1/2018	COST	250,000.	250,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		635,354.	452,013.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
VIDEO EQUIPMENT	1,266.	464.	802.
TOTAL TO FM 990-PF, PART II, LN 14	1,266.	464.	802.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLE	9,891.	8,130.	8,130.
PREPAID EXPENSES	0.	4,763.	4,763.
TO FORM 990-PF, PART II, LINE 15	9,891.	12,893.	12,893.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GAIL Z. RICHARDS 401 SOUTH BOSTON AVENUE, SUITE 900 TULSA, OK 74103	DIRECTOR 1.00	0.	0.	0.
STEVEN B. COCHRAN 401 SOUTH BOSTON AVENUE, SUITE 900 TULSA, OK 74103	SECRETARY & TREASURER 2.00	0.	0.	0.
JUDY Z. KISHNER 401 SOUTH BOSTON AVENUE, SUITE 900 TULSA, OK 74103	VICE PRESIDENT 1.00	0.	0.	0.
BILL MAJOR 401 SOUTH BOSTON AVENUE, SUITE 900 TULSA, OK 74103	EXECUTIVE DIRECTOR 1.00	0.	0.	0.
STUART ZARROW 401 SOUTH BOSTON AVENUE, SUITE 900 TULSA, OK 74103	PRESIDENT 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.